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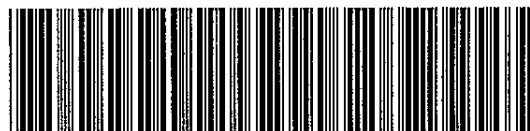
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DIVISION OF CORPORATIONS
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MRS
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ATTORNEY AT LAW
ROBERT E. WIGGINS
R. EDWARD WIGGINS, P.A.

13799 PARK BOULEVARD N. #254
SEMINOLE, FLORIDA 33776-3402

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January 23, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Bauer Martinez and Associates, Inc.
Articles of Incorporation**

Dear Sirs:

Enclosed please find original Articles of Incorporation for the above-referenced corporations. Also enclosed is check #1378 made payable to Department of State in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75). Please return the certified copy to me at the address shown above.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


ROBERT E. WIGGINS

REW:atm
Enclosures

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**ARTICLES OF INCORPORATION
OF
BAUER MARTINEZ AND ASSOCIATES, INC.**

ARTICLE I

NAME

The name of this corporation is BAUER MARTINEZ AND ASSOCIATES, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation and mailing address is:

801 West Bay Drive
Suite #800
Largo, Florida 33770

ARTICLE III

TERM

The term of existence of this corporation is perpetual.

ARTICLE IV

PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to have two classes of stock.

The total number of shares of Class A stock that the corporation may issue is Two Thousand Five Hundred (2,500) shares of One Dollar (\$1.00) par value per share. Each share of Class A Stock shall be entitled to one vote on all matters submitted to a vote of the shareholders. Each share of Class A stock shall be entitled to share equally in dividends declared and paid by the corporation from legally available funds. In the case of voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation, Class A shareholders are entitled to receive a pro rata share, with Class B shareholders, of the amount distributed.

The total number of shares of Class B stock that the corporation may issue is Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value per share. Class B stock has no voting rights. Each share of Class B stock shall be entitled to share equally in dividends declared and paid by the corporation from legally available funds. In the case of voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation, Class B shareholders are entitled to receive a pro rata share, with Class A shareholders, of the amount distributed.

ARTICLE VI
DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one

(1). The names and addresses of the initial Directors of this corporation, who shall serve until their successor(s) are elected and have qualified or until removed are as follows:

NAME	ADDRESS
PHILIPPE MARTINEZ	801 West Bay Drive Suite #800 Largo, Florida 33770

ARTICLE VII

OFFICERS

The affairs of this corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

OFFICE	NAME AND ADDRESS
Chief Executive Officer	Philippe Martinez
President	801 West Bay Drive
Secretary	Suite #800
Treasurer	Largo, Florida 33770

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent:

ROBERT E. WIGGINS

Office of Agent:

801 West Bay Drive, Suite #800
Largo, Florida 33770

ARTICLE IX
INDEMNIFICATION

Every Director and every officer of this corporation serving this corporation at its request, shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he may become involved by reason of his or her being or having been a Director or officer of this corporation, or by reason of his or her serving or having served this corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

BYLAWS

The first Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

ROBERT E. WIGGINS

801 West Bay Drive, Suite 800
Seminole, Florida 33770

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 2nd day of January, 2006.

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DIVISION OF CORPORATIONS

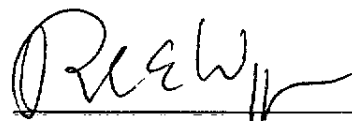
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ROBERT E. WIGGINS

**CERTIFICATE OF ACCEPTANCE
OF REGISTERED AGENT**

I, ROBERT E. WIGGINS, as Registered Agent for BAUER MARTINEZ AND ASSOCIATES, INC. do hereby agree to accept Service of Process on behalf of the corporation, to keep my office located at 801 West Bay Drive, Suite #800, Largo, Florida 33770 open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: January 2, 2006.


ROBERT E. WIGGINS
Registered Agent